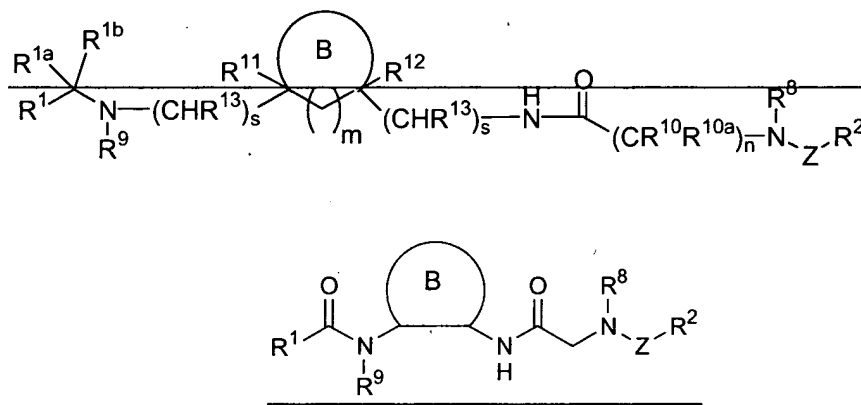


AMENDMENTS TO THE CLAIMS

1. (Currently Amended) A compound of Formula (I)



(I)

or a stereoisomer or a pharmaceutically acceptable salt thereof, wherein:

ring B is a cycloalkyl group of 3 to 8 carbon atoms wherein the cycloalkyl group is saturated or partially unsaturated; ~~or a heterocycle of 3 to 7 atoms wherein the heterocycle is saturated or partially unsaturated, the heterocycle containing a heteroatom selected from O, S, S(=O), S(=O)₂, and N(R⁴), the heterocycle optionally containing a C(O);~~ ring B being substituted with 0-2 R⁵;

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-, -SO₂-, and -SO₂NH-;

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~~R^{1a} and R^{1b} are independently selected from H, C₁₋₄-alkyl, C₁₋₄-cycloalkyl, CF₃, or alternatively, R^{1a} and R^{1b} are taken together to form =O;~~

R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁶ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁶;

R² is selected from a C₆₋₁₀ aryl group substituted with 0-5 R⁷ and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R⁷;

~~R⁴ is selected from H, C₁₋₆-alkyl, C₃₋₈-alkenyl, C₃₋₈-alkynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CHR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_xC(O)R^{4b}, (CRR)_xC(O)NR^{4a}R^{4a}, (CRR)_tOC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)OR^{4d}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_xC(O)OR^{4b}, (CRR)_tOC(O)R^{4b}, (CRR)_xS(O)_pR^{4b}, (CRR)_xS(O)₂NR^{4a}R^{4a}, (CRR)_xNR^{4a}S(O)₂R^{4b}, C₁₋₆-haloalkyl, a (CRR)_x-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{4e}, and a (CHR)_x-4-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{4e};~~

~~R^{4a}, at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{4e}, C₂₋₆-alkyl substituted with 0-3 R^{4e}, C₃₋₈-alkenyl substituted~~

AMENDMENTS TO THE CLAIMS

~~with 0-3 R^{4e}, C₃₋₈-alkynyl substituted with 0-3 R^{4e},
a (CH₂)_x-C₃₋₁₀-carbocyclic residue substituted with
0-4 R^{4e}, and a (CHR)_x-4-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-2 R^{4e},~~

~~R^{4b}, at each occurrence, is selected from H, C₁₋₆-alkyl
substituted with 0-3 R^{4e}, C₃₋₈-alkenyl substituted
with 0-3 R^{4e}, C₃₋₈-alkynyl substituted with 0-3 R^{4e},
a (CH₂)_x-C₃₋₆-carbocyclic residue substituted with
0-2 R^{4e}, and a (CHR)_x-4-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-2 R^{4e},~~

~~R^{4e} is independently selected from C(O)R^{4b}, C(O)OR^{4d},
-C(O)NR^{4f}R^{4f}, and (CH₂)_xphenyl;~~

~~R^{4d}, at each occurrence, is selected from methyl, CF₃,
C₁₋₆-alkyl substituted with 0-3 R^{4e}, C₃₋₈-alkenyl
substituted with 0-3 R^{4e}, C₃₋₈-alkynyl substituted
with 0-3 R^{4e}, and a C₃₋₁₀-carbocyclic residue
substituted with 0-3 R^{4e},~~

~~R^{4e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-
alkenyl, C₂₋₈-alkynyl, (CH₂)_x-C₃₋₆-cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅-alkyl, OH, SH,
(CH₂)_xSC₁₋₅-alkyl, (CH₂)_xNR^{4f}R^{4f}, C(O)R⁴ⁱ, C(O)OR^{4j},~~

AMENDMENTS TO THE CLAIMS

~~C(O)NR^{4h}R^{4h}, OC(O)NR^{4h}R^{4h}, NR^{4h}C(O)NR^{4h}R^{4h},
NR^{4h}C(O)OR^{4j}, and (CH₂)_xphenyl,~~

~~R^{4f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
C₃₋₆ cycloalkyl, and phenyl,~~

~~R^{4h}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a
(CH₂)_x-C₃₋₁₀ carbocyclic,~~

~~R⁴ⁱ, at each occurrence, is selected from H, C₁₋₆ alkyl,
C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_x-C₃₋₆
carbocyclic residue,~~

~~R^{4j}, at each occurrence, is selected from CF₃, C₁₋₆ alkyl,
C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic
residue,~~

R⁵, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CRR)_rOH,
(CRR)_rSH, (CRR)_rOR^{5d}, (CRR)_rSR^{5d}, (CRR)_rNR^{5a}R^{5a},
(CRR)_rC(O)OH, (CRR)_rC(O)R^{5b}, (CRR)_rC(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)R^{5b}, (CRR)_rOC(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)OR^{5d}, (CRR)_rNR^{5a}C(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)H, (CRR)_rC(O)OR^{5b}, (CRR)_rOC(O)R^{5b},
(CRR)_rS(O)_pR^{5b}, (CRR)_rS(O)₂NR^{5a}R^{5a}, (CRR)_rNR^{5a}S(O)₂R^{5b},
(CRR)_rNR^{5a}S(O)₂NR^{5a}R^{5a}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{5c}, and a
(CRR)_r-5-10 membered heterocyclic system containing

AMENDMENTS TO THE CLAIMS

1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-3 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with
0-2 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br,
I, F, (CF₂)_r-CF₃, NO₂, CN, (CH₂)_r-NR^{5f}R^{5f}, (CH₂)_r-OH,
(CH₂)_r-OC₁₋₄ alkyl, (CH₂)_r-SC₁₋₄ alkyl, (CH₂)_r-C(O)OH,
(CH₂)_r-C(O)R^{5b}, (CH₂)_r-C(O)NR^{5f}R^{5f}, (CH₂)_r-NR^{5f}-C(O)R^{5b},
(CH₂)_r-C(O)OC₁₋₄ alkyl, (CH₂)_r-OC(O)R^{5b},
(CH₂)_r-C(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_r-S(O)_pR^{5b},
(CH₂)_r-NHC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_r-S(O)₂NR^{5f}R^{5f},

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$(\text{CH}_2)_r\text{NR}^{5f}\text{S}(\text{O})_2\text{R}^{5b}$, and $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{5e} ;

R^{5d} , at each occurrence, is selected from methyl, CF_3 , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} ;

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{5f}\text{R}^{5f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{5f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-\text{C}(\text{O})\text{R}^{5b}$, $-\text{C}(\text{O})\text{OR}^{5d}$, $-\text{C}(\text{O})\text{NR}^{5f}\text{R}^{5f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e} , C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{phenyl}$ substituted with R^{5e} ;

R^6 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{OH}$,

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$(\text{CR}'\text{R}')_r\text{O}(\text{CR}'\text{R}')_r\text{R}^{6d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{H}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{CR}'\text{R}')_r\text{R}^{6d}$, $(\text{CR}'\text{R}')_r\text{SC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{OC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{O})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{S})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{6b}$, $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{6f})\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{6f})\text{NR}^{6f}\text{R}^{6f}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{6b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 substituted with 0-3 R' , and $(\text{CR}'\text{R}')_r$ phenyl
 substituted with 0-3 R^{6e} ;

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a} , at each occurrence, is selected from H, methyl
 substituted with 0-1 R^{6g} , C_{2-6} alkyl substituted with
 0-2 R^{6e} , C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8}
 alkynyl substituted with 0-2 R^{6e} , a $(\text{CH}_2)_r\text{-C}_{3-10}$
 carbocyclic residue substituted with 0-5 R^{6e} , and a
 $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-2 R^{6e} ;

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R^{6b}, at each occurrence, is selected from H, C₁₋₆ alkyl substituted with 0-2 R^{6e}, C₃₋₈ alkenyl substituted with 0-2 R^{6e}, C₃₋₈ alkynyl substituted with 0-2 R^{6e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{6e}, C₃₋₈ alkynyl substituted with 0-2 R^{6e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{6g} is independently selected from -C(O)R^{6b}, -C(O)OR^{6d}, -C(O)NR^{6f}R^{6f}, and (CH₂)_rphenyl;

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R^7 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CR'R')_r NR^{7a} R^{7a}$, $(CR'R')_r OH$, $(CR'R')_r O(CR'R')_r R^{7d}$, $(CR'R')_r SH$, $(CR'R')_r C(O)H$, $(CR'R')_r S(CR'R')_r R^{7d}$, $(CR'R')_r C(O)OH$, $(CR'R')_r C(O)(CR'R')_r R^{7b}$, $(CR'R')_r C(O)NR^{7a} R^{7a}$, $(CR'R')_r NR^{7f} C(O)(CR'R')_r R^{7b}$, $(CR'R')_r C(O)O(CR'R')_r R^{7d}$, $(CR'R')_r OC(O)(CR'R')_r R^{7b}$, $(CR'R')_r OC(O)NR^{7a}(CR'R')_r R^{7a}$, $(CR'R')_r NR^{7a} C(O)NR^{7a}(CR'R')_r R^{7a}$, $(CR'R')_r NR^{7f} C(O)O(CR'R')_r R^{7b}$, $(CR'R')_r C(=NR^{7f})NR^{7a} R^{7a}$, $(CR'R')_r NHC(=NR^{7f})NR^{7f} R^{7f}$, $(CR'R')_r S(O)_p(CR'R')_r R^{7b}$, $(CR'R')_r S(O)_2 NR^{7a} R^{7a}$, $(CR'R')_r NR^{7a} S(O)_2 NR^{7a} R^{7a}$, $(CR'R')_r NR^{7f} S(O)_2(CR'R')_r R^{7b}$, C_{1-6} haloalkyl, C_{2-8} alkenyl substituted with 0-3 R' , C_{2-8} alkynyl substituted with 0-3 R' , and $(CR'R')_r$ phenyl substituted with 0-3 R^{7e} ;

alternatively, two R^7 on adjacent atoms on R^2 may join to form a cyclic acetal;

R^{7a} , at each occurrence, is independently selected from H, methyl substituted with 0-1 R^{7g} , C_{2-6} alkyl substituted with 0-2 R^{7e} , C_{3-8} alkenyl substituted with 0-2 R^{7e} , C_{3-8} alkynyl substituted with 0-2 R^{7e} , a $(CH_2)_r$ - C_{3-10} carbocyclic residue substituted with 0-5 R^{7e} , and a $(CH_2)_r$ -5-10 membered heterocyclic

AMENDMENTS TO THE CLAIMS

system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{7e}, C₃₋₈ alkenyl substituted with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2 R^{7e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2 R^{7e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{7g} is independently selected from -C(O)R^{7b}, -C(O)OR^{7d}, -C(O)NR^{7f}R^{7f}, and (CH₂)_rphenyl;

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R' , at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{6e} , C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, and $(CH_2)_r$ phenyl substituted with R^{6e} ;

R^8 is selected from H, C_{1-4} alkyl, and C_{3-4} cycloalkyl;

R^9 is selected from, H, C_{1-4} alkyl, C_{3-4} cycloalkyl, and $(CH_2) - R^1$;

~~R^{10} and R^{10a} are independently selected from H, and C_{1-4} alkyl substituted with 0-1 R^{10b} ,~~

~~alternatively, R^{10} and R^{10a} can join to form a C_{3-6} cycloalkyl,~~

~~R^{10b} , at each occurrence, is independently selected from $-OH$, $-SH$, $-NR^{10e}R^{10e}$, $-C(O)NR^{10e}R^{10e}$, and $-NHC(O)R^{10e}$,~~

~~R^{10e} is selected from H, C_{1-4} alkyl and C_{3-6} cycloalkyl,~~

~~R^{11} is selected from H, C_{1-4} alkyl, $(CHR)_q OH$, $(CHR)_q SH$, $(CHR)_q OR^{11d}$, $(CHR)_q S(O)_p R^{11d}$, $(CHR)_x C(O)R^{11b}$, $(CHR)_x NR^{11a}R^{11a}$, $(CHR)_x C(O)NR^{11a}R^{11a}$, $(CHR)_x C(O)NR^{11a}OR^{11d}$, $(CHR)_q NR^{11a}C(O)R^{11b}$, $(CHR)_q NR^{11a}C(O)OR^{11d}$, $(CHR)_q OC(O)NR^{11a}R^{11a}$, $(CHR)_x C(O)OR^{11d}$, a $(CHR)_x - C_{3-6}$ carbocyclic residue~~

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~~substituted with 0-5 R^{11e}, and a (CHR)_x-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11a}, at each occurrence, is independently selected from H, C₁₋₄-alkyl, C₃₋₄ alkenyl, C₃₋₄-alkynyl, (CH₂)_x-C₃₋₆ cycloalkyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11b}, at each occurrence, is independently selected from C₁₋₄-alkyl, C₂₋₄ alkenyl, C₂₋₄-alkynyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11d}, at each occurrence, is independently selected from H, methyl, CF₃, C₂₋₄-alkyl, C₃₋₆-alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

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~~R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅ alkyl, OH, O-C₁₋₆ alkyl, SH, (CH₂)_xSC₁₋₅ alkyl, (CH₂)_xNR^{11f}R^{11f}, and (CH₂)_xphenyl.~~

~~R^{11f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl.~~

~~R¹² is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{12d}, (CHR)_qS(O)_pR^{12d}, (CHR)_xC(O)R^{12b}, (CHR)_xNR^{12a}R^{12a}, (CHR)_xC(O)NR^{12a}R^{12a}, (CHR)_xC(O)NR^{12a}OR^{12d}, (CHR)_qNR^{12a}C(O)R^{12b}, (CHR)_qNR^{12a}C(O)OR^{12d}, (CHR)_qOC(O)NR^{12a}R^{12a}, (CHR)_xC(O)OR^{12d}, a (CHR)_x-C₃₋₆ carbocyclic residue substituted with 0-5 R^{12e}, and a (CHR)_x-5-10 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e}.~~

~~R^{12a}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_x-C₃₋₆ cycloalkyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-5 R^{12e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e}.~~

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~~R^{12b}, at each occurrence, is independently selected from C₁₋₄-alkyl, C₂₋₄-alkenyl, C₂₋₄-alkynyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e}.~~

~~R^{12d}, at each occurrence, is independently selected from H, methyl, CF₃, C₂₋₄-alkyl, C₃₋₆-alkenyl, C₃₋₆-alkynyl, a C₃₋₆-carbocyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e}.~~

~~R^{12e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-alkenyl, C₂₋₈-alkynyl, C₃₋₆-cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅-alkyl, OH, O-C₁₋₆-alkyl, SH, (CH₂)_xSC₁₋₅-alkyl, (CH₂)_xNR^{12f}R^{12f}, and (CH₂)_xphenyl.~~

~~R^{12f}, at each occurrence, is selected from H, C₁₋₆-alkyl, and C₃₋₆-cycloalkyl.~~

~~R¹³, at each occurrence, is independently selected from methyl, C₂₋₄-alkyl substituted with 0-1 R^{13b},~~

~~R^{13b} is selected from OH, SH, NR^{13e}R^{13e}, C(O)NR^{13e}R^{13e}, and NHC(O)R^{13e}.~~

AMENDMENTS TO THE CLAIMS

~~R^{13e} is selected from H, C₁₋₄-alkyl and C₃₋₆-cycloalkyl;~~

~~n is selected from 1 and 2;~~

~~m is selected from 0 and 1;~~

p, at each occurrence, is independently selected from 0,
1, and 2;

~~q, at each occurrence, is independently selected from 1,
2, 3, and 4;~~

r, at each occurrence, is independently selected from 0,
1, 2, 3, and 4;

~~s, at each occurrence, is independently selected from 0
and 1; and~~

~~t, at each occurrence, is independently selected from 2,
3, and 4.~~

2. (Currently Amended) A compound claim 1, wherein:

ring B is a cycloalkyl group of 3 to 8 carbon atoms
wherein the cycloalkyl group is saturated or
partially unsaturated; ~~or a heterocycle of 3 to 7
atoms wherein the heterocycle is saturated or
partially unsaturated, the heterocycle containing a
heteroatom selected from O, S, S(=O),
-S(=O)₂, and N(R⁴), the heterocycle optionally~~

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~~containing a C(O)-, ring B being substituted with~~
 0-2 R⁵;

Z is selected from a bond, -C(O)-, -C(O)NH-, -C(S)NH-,
 -SO₂-, and -SO₂NH-;

~~R^{1a} and R^{1b} are independently selected from H, C₁₋₄-alkyl,
 C₁₋₄-cycloalkyl, CF₃, or alternatively, R^{1a} and R^{1b}
 are taken together to form =O,~~

R¹ is selected from a C₆₋₁₀ aryl group substituted with
 0-5 R⁶ and a 5-10 membered heteroaryl system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R⁶;

R² is selected from a C₆₋₁₀ aryl group substituted with
 0-5 R⁷ and a 5-10 membered heteroaryl system
 containing 1-4 heteroatoms selected from N, O, and
 S, substituted with 0-3 R⁷;

~~R⁴ is selected from H, C₁₋₆-alkyl, C₃₋₈-alkenyl, C₃₋₈
 alkynyl, (CRR)_qOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CHR)_tSR^{4d},
 (CRR)_tNR^{4a}R^{4a}, (CRR)_qC(O)OH, (CRR)_xC(O)R^{4b},
 (CRR)_xC(O)NR^{4a}R^{4a}, (CRR)_tOC(O)NR^{4a}R^{4a},
 (CRR)_tNR^{4a}C(O)OR^{4d}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_xC(O)OR^{4b},
 (CRR)_tOC(O)R^{4b}, (CRR)_xS(O)_pR^{4b}, (CRR)_xS(O)₂NR^{4a}R^{4a},
 (CRR)_xNR^{4a}S(O)₂R^{4b}, C₁₋₆-haloalkyl, a (CRR)_x-C₃₋₁₀
 carbocyclic residue substituted with 0-3 R^{4e}, and a
 (CHR)_x-4-10 membered heterocyclic system containing~~

AMENDMENTS TO THE CLAIMS

~~1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{4e},~~

~~R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{4e}, C₂₋₆-alkyl
substituted with 0-3 R^{4e}, C₃₋₈-alkenyl substituted
with 0-3 R^{4e}, C₃₋₈-alkynyl substituted with 0-3 R^{4e},
and a (CH₂)_x-C₃₋₁₀-carbocyclic residue substituted
with 0-4 R^{4e},~~

~~R^{4b}, at each occurrence, is selected from H, C₁₋₆-alkyl
substituted with 0-3 R^{4e}, C₃₋₈-alkenyl substituted
with 0-3 R^{4e}, C₃₋₈-alkynyl substituted with 0-3 R^{4e},
and a (CH₂)_x-C₃₋₆-carbocyclic residue substituted
with 0-2 R^{4e},~~

~~R^{4e} is independently selected from C(O)R^{4b}, C(O)OR^{4d},
-C(O)NR^{4f}R^{4f}, and (CH₂)_xphenyl,~~

~~R^{4d}, at each occurrence, is selected from methyl, CF₃,
C₁₋₆-alkyl substituted with 0-3 R^{4e}, C₃₋₈-alkenyl
substituted with 0-3 R^{4e}, C₃₋₈-alkynyl substituted
with 0-3 R^{4e}, and a C₃₋₁₀-carbocyclic residue
substituted with 0-3 R^{4e},~~

~~R^{4e}, at each occurrence, is selected from C₁₋₆-alkyl, C₂₋₈-
alkenyl, C₂₋₈-alkynyl, (CH₂)_x-C₃₋₆-cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅-alkyl, OH, SH,
(CH₂)_xSC₁₋₅-alkyl, (CH₂)_xNR^{4f}R^{4f}, C(O)R⁴ⁱ, C(O)OR^{4j},~~

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~~C(O)NR^{4h}R^{4h}, OC(O)NR^{4h}R^{4h}, NR^{4h}C(O)NR^{4h}R^{4h},
NR^{4h}C(O)OR^{4j}, and (CH₂)_xphenyl,~~

~~R^{4f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
C₃₋₆ cycloalkyl, and phenyl,~~

~~R^{4h}, at each occurrence, is independently selected from
H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a
(CH₂)_x-C₃₋₁₀ carbocyclic,~~

~~R⁴ⁱ, at each occurrence, is selected from H, C₁₋₆ alkyl,
C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a (CH₂)_x-C₃₋₆
carbocyclic residue,~~

~~R^{4j}, at each occurrence, is selected from CF₃, C₁₋₆ alkyl,
C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic
residue,~~

R⁵, at each occurrence, is independently selected from H,
C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CRR)_rOH,
(CRR)_rSH, (CRR)_rOR^{5d}, (CRR)_rSR^{5d}, (CRR)_rNR^{5a}R^{5a},
(CRR)_rC(O)OH, (CRR)_rC(O)R^{5b}, (CRR)_rC(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)R^{5b}, (CRR)_rOC(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)OR^{5d}, (CRR)_rNR^{5a}C(O)NR^{5a}R^{5a},
(CRR)_rNR^{5a}C(O)H, (CRR)_rC(O)OR^{5b}, (CRR)_rOC(O)R^{5b},
(CRR)_rS(O)_pR^{5b}, (CRR)_rS(O)₂NR^{5a}R^{5a}, (CRR)_rNR^{5a}S(O)₂R^{5b},
(CRR)_rNR^{5a}S(O)₂NR^{5a}R^{5a}, C₁₋₆ haloalkyl, a (CRR)_r-C₃₋₁₀
carbocyclic residue substituted with 0-3 R^{5c}, and a
(CRR)_r-5-10 membered heterocyclic system containing

AMENDMENTS TO THE CLAIMS

1-4 heteroatoms selected from N, O, and S,
substituted with 0-2 R^{5c};

R^{5a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{5g}, C₂₋₆ alkyl
substituted with 0-2 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
0-5 R^{5e}, and a (CH₂)_r-5-10 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{5e};

R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl
substituted with 0-3 R^{5e}, C₃₋₈ alkenyl substituted
with 0-2 R^{5e}, C₃₋₈ alkynyl substituted with 0-2 R^{5e},
a (CH₂)_r-C₃₋₆ carbocyclic residue substituted with
0-2 R^{5e}, and a (CH₂)_r-5-6 membered heterocyclic
system containing 1-4 heteroatoms selected from N,
O, and S, substituted with 0-3 R^{5e};

R^{5c}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_r-C₃₋₆ cycloalkyl, Cl, Br,
I, F, (CF₂)_r-CF₃, NO₂, CN, (CH₂)_r-NR^{5f}R^{5f}, (CH₂)_r-OH,
(CH₂)_r-OC₁₋₄ alkyl, (CH₂)_r-SC₁₋₄ alkyl, (CH₂)_r-C(O)OH,
(CH₂)_r-C(O)R^{5b}, (CH₂)_r-C(O)NR^{5f}R^{5f}, (CH₂)_r-NR^{5f}-C(O)R^{5b},
(CH₂)_r-C(O)OC₁₋₄ alkyl, (CH₂)_r-OC(O)R^{5b},
(CH₂)_r-C(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_r-S(O)_pR^{5b},
(CH₂)_r-NHC(=NR^{5f})NR^{5f}R^{5f}, (CH₂)_r-S(O)₂NR^{5f}R^{5f},

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$(\text{CH}_2)_r\text{NR}^{5f}\text{S}(\text{O})_2\text{R}^{5b}$, and $(\text{CH}_2)_r\text{phenyl}$ substituted with 0-3 R^{5e} ;

R^{5d} , at each occurrence, is selected from methyl, CF_3 , C_{2-6} alkyl substituted with 0-2 R^{5e} , C_{3-8} alkenyl substituted with 0-2 R^{5e} , C_{3-8} alkynyl substituted with 0-2 R^{5e} , and a C_{3-10} carbocyclic residue substituted with 0-3 R^{5e} ;

R^{5e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, C_{3-6} cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(\text{CF}_2)_r\text{CF}_3$, $(\text{CH}_2)_r\text{OC}_{1-5}$ alkyl, OH, SH, $(\text{CH}_2)_r\text{SC}_{1-5}$ alkyl, $(\text{CH}_2)_r\text{NR}^{5f}\text{R}^{5f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R^{5f} , at each occurrence, is selected from H, C_{1-6} alkyl, and C_{3-6} cycloalkyl;

R^{5g} is independently selected from $-\text{C}(\text{O})\text{R}^{5b}$, $-\text{C}(\text{O})\text{OR}^{5d}$, $-\text{C}(\text{O})\text{NR}^{5f}\text{R}^{5f}$, and $(\text{CH}_2)_r\text{phenyl}$;

R, at each occurrence, is selected from H, C_{1-6} alkyl substituted with R^{5e} , C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_r\text{phenyl}$ substituted with R^{5e} ;

R^6 , at each occurrence, is selected from C_{1-8} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(\text{CH}_2)_r\text{C}_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{OH}$,

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$(\text{CR}'\text{R}')_r\text{O}(\text{CR}'\text{R}')_r\text{R}^{6d}$, $(\text{CR}'\text{R}')_r\text{SH}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{H}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{CR}'\text{R}')_r\text{R}^{6d}$, $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{OH}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$, $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{C}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{6d}$, $(\text{CR}'\text{R}')_r\text{OC}(\text{O})(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{OC}(\text{O})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{O})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6a}\text{C}(\text{S})\text{NR}^{6a}(\text{CR}'\text{R}')_r\text{R}^{6d}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{C}(\text{O})\text{O}(\text{CR}'\text{R}')_r\text{R}^{6b}$, $(\text{CR}'\text{R}')_r\text{C}(=\text{NR}^{6f})\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NHC}(=\text{NR}^{6f})\text{NR}^{6f}\text{R}^{6f}$, $(\text{CR}'\text{R}')_r\text{S}(\text{O})_p(\text{CR}'\text{R}')_r\text{R}^{6b}$,
 $(\text{CR}'\text{R}')_r\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$, $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2\text{NR}^{6a}\text{R}^{6a}$,
 $(\text{CR}'\text{R}')_r\text{NR}^{6f}\text{S}(\text{O})_2(\text{CR}'\text{R}')_r\text{R}^{6b}$, C_{1-6} haloalkyl, C_{2-8}
 alkenyl substituted with 0-3 R' , C_{2-8} alkynyl
 substituted with 0-3 R' , and $(\text{CR}'\text{R}')_r$ phenyl
 substituted with 0-3 R^{6e} ;

alternatively, two R^6 on adjacent atoms on R^1 may join to form a cyclic acetal;

R^{6a} , at each occurrence, is selected from H, methyl
 substituted with 0-1 R^{6g} , C_{2-6} alkyl substituted with
 0-2 R^{6e} , C_{3-8} alkenyl substituted with 0-2 R^{6e} , C_{3-8}
 alkynyl substituted with 0-2 R^{6e} , a $(\text{CH}_2)_r\text{-C}_{3-10}$
 carbocyclic residue substituted with 0-5 R^{6e} , and a
 $(\text{CH}_2)_r\text{-5-10}$ membered heterocyclic system containing
 1-4 heteroatoms selected from N, O, and S,
 substituted with 0-2 R^{6e} ;

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R^{6b}, at each occurrence, is selected from H, C₁₋₆ alkyl substituted with 0-2 R^{6e}, C₃₋₈ alkenyl substituted with 0-2 R^{6e}, C₃₋₈ alkynyl substituted with 0-2 R^{6e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{6e};

R^{6d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{6e}, C₃₋₈ alkynyl substituted with 0-2 R^{6e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{6e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{6e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{6e};

R^{6e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{6g} is independently selected from -C(O)R^{6b}, -C(O)OR^{6d}, -C(O)NR^{6f}R^{6f}, and (CH₂)_rphenyl;

R⁷, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, Br,

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I, F, NO₂, CN, (CR'R')_rNR^{7a}R^{7a}, (CR'R')_rOH,
 (CR'R')_rO(CR'R')_rR^{7d}, (CR'R')_rSH, (CR'R')_rC(O)H,
 (CR'R')_rS(CR'R')_rR^{7d}, (CR'R')_rC(O)OH,
 (CR'R')_rC(O)(CR'R')_rR^{7b}, (CR'R')_rC(O)NR^{7a}R^{7a},
 (CR'R')_rNR^{7f}C(O)(CR'R')_rR^{7b}, (CR'R')_rC(O)O(CR'R')_rR^{7d},
 (CR'R')_rOC(O)(CR'R')_rR^{7b},
 (CR'R')_rOC(O)NR^{7a}(CR'R')_rR^{7a},
 (CR'R')_rNR^{7a}C(O)NR^{7a}(CR'R')_rR^{7a},
 (CR'R')_rNR^{7f}C(O)O(CR'R')_rR^{7b}, (CR'R')_rC(=NR^{7f})NR^{7a}R^{7a},
 (CR'R')_rNHC(=NR^{7f})NR^{7f}R^{7f}, (CR'R')_rS(O)_p(CR'R')_rR^{7b},
 (CR'R')_rS(O)₂NR^{7a}R^{7a}, (CR'R')_rNR^{7a}S(O)₂NR^{7a}R^{7a},
 (CR'R')_rNR^{7f}S(O)₂(CR'R')_rR^{7b}, C₁₋₆ haloalkyl, C₂₋₈
 alkenyl substituted with 0-3 R', C₂₋₈ alkynyl
 substituted with 0-3 R', and (CR'R')_rphenyl
 substituted with 0-3 R^{7e};

alternatively, two R⁷ on adjacent atoms on R² may join to
 form a cyclic acetal;

R^{7a}, at each occurrence, is independently selected from
 H, methyl substituted with 0-1 R^{7g}, C₂₋₆ alkyl
 substituted with 0-2 R^{7e}, C₃₋₈ alkenyl substituted
 with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2 R^{7e},
 a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with
 0-5 R^{7e}, and a (CH₂)_r-5-10 membered heterocyclic
 system containing 1-4 heteroatoms selected from N,
 O, and S, substituted with 0-2 R^{7e};

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R^{7b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{7e}, C₃₋₈ alkenyl substituted with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2 R^{7e}, a (CH₂)_rC₃₋₆ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-2 R^{7e};

R^{7d}, at each occurrence, is selected from C₃₋₈ alkenyl substituted with 0-2 R^{7e}, C₃₋₈ alkynyl substituted with 0-2 R^{7e}, methyl, CF₃, C₂₋₆ alkyl substituted with 0-3 R^{7e}, a (CH₂)_r-C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{7e}, and a (CH₂)_r-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{7e};

R^{7e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH, (CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{7f}R^{7f}, and (CH₂)_rphenyl;

R^{7f}, at each occurrence, is selected from H, C₁₋₅ alkyl, and C₃₋₆ cycloalkyl, and phenyl;

R^{7g} is independently selected from -C(O)R^{7b}, -C(O)OR^{7d}, -C(O)NR^{7f}R^{7f}, and (CH₂)_rphenyl;

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R', at each occurrence, is selected from H, C₁₋₆ alkyl substituted with R^{6e}, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, and (CH₂)_rphenyl substituted with R^{6e};

R⁸ is selected from H, C₁₋₄ alkyl, and C₃₋₄ cycloalkyl;

R⁹ is selected from, H, C₁₋₄ alkyl, C₃₋₄ cycloalkyl, and (CH₂)-R¹;

~~R¹⁰ and R^{10a} are independently selected from H, and C₁₋₄ alkyl substituted with 0-1 R^{10b},~~

~~alternatively, R¹⁰ and R^{10a} can join to form a C₃₋₆ cycloalkyl,~~

~~R^{10b}, at each occurrence, is independently selected from -OH, -SH, -NR^{10e}R^{10e}, -C(O)NR^{10e}R^{10e}, and -NHC(O)R^{10e},~~

~~R^{10e} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl,~~

~~R¹¹ is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH, (CHR)_qOR^{11d}, (CHR)_qS(O)_pR^{11d}, (CHR)_rC(O)R^{11b}, (CHR)_rNR^{11a}R^{11a}, (CHR)_rC(O)NR^{11a}R^{11a}, (CHR)_rC(O)NR^{11a}OR^{11d}, (CHR)_qNR^{11a}C(O)R^{11b}, (CHR)_qNR^{11a}C(O)OR^{11d}, (CHR)_qOC(O)NR^{11a}R^{11a}, (CHR)_rC(O)OR^{11d}, a (CHR)_r-C₃₋₆ carbocyclic residue substituted with 0-5 R^{11e}, and a (CHR)_r-5-10 membered~~

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~~heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11a}, at each occurrence, is independently selected from H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_x-C₃₋₆ cycloalkyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-5 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11b}, at each occurrence, is independently selected from C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a (CH₂)_x-C₃₋₆ carbocyclic residue substituted with 0-2 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11d}, at each occurrence, is independently selected from H, methyl, CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carbocyclic residue substituted with 0-3 R^{11e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{11e}.~~

~~R^{11e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F,~~

AMENDMENTS TO THE CLAIMS

~~Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅ alkyl, OH, O-
C₁₋₆ alkyl, SH, (CH₂)_xSC₁₋₅ alkyl, (CH₂)_xNR^{11f}R^{11f}, and
(CH₂)_xphenyl;~~

~~R^{11f}, at each occurrence, is selected from H, C₁₋₆ alkyl,
and C₃₋₆ cycloalkyl;~~

~~R¹² is selected from H, C₁₋₄ alkyl, (CHR)_qOH, (CHR)_qSH,
(CHR)_qOR^{12d}, (CHR)_qS(O)_pR^{12d}, (CHR)_xC(O)R^{12b},
(CHR)_xNR^{12a}R^{12a}, (CHR)_xC(O)NR^{12a}R^{12a},
(CHR)_xC(O)NR^{12a}OR^{12d}, (CHR)_qNR^{12a}C(O)R^{12b},
(CHR)_qNR^{12a}C(O)OR^{12d}, (CHR)_qOC(O)NR^{12a}R^{12a},
(CHR)_xC(O)OR^{12d}, a (CHR)_x-C₃₋₆ carbocyclic residue
substituted with 0-5 R^{12e}, and a (CHR)_x-5-10 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3
R^{12e};~~

~~R^{12a}, at each occurrence, is independently selected from
H, C₁₋₄ alkyl, C₃₋₄ alkenyl, C₃₋₄ alkynyl, (CH₂)_x-C₃₋₆
cycloalkyl, a (CH₂)_x-C₃₋₆ carbocyclic residue
substituted with 0-5 R^{12e}, and a (CH₂)_x-5-6 membered
heterocyclic system containing 1-4 heteroatoms
selected from N, O, and S, substituted with 0-3
R^{12e};~~

~~R^{12b}, at each occurrence, is independently selected from
C₁₋₄ alkyl, C₂₋₄ alkenyl, C₂₋₄ alkynyl, a (CH₂)_x-C₃₋₆~~

AMENDMENTS TO THE CLAIMS

~~carboicyclic residue substituted with 0-2 R^{12e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e},~~

~~R^{12d}, at each occurrence, is independently selected from H, methyl, CF₃, C₂₋₄ alkyl, C₃₋₆ alkenyl, C₃₋₆ alkynyl, a C₃₋₆ carboicyclic residue substituted with 0-3 R^{12e}, and a (CH₂)_x-5-6 membered heterocyclic system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^{12e},~~

~~R^{12e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, C₃₋₆ cycloalkyl, Cl, F, Br, I, CN, NO₂, (CF₂)_xCF₃, (CH₂)_xOC₁₋₅ alkyl, OH, O-C₁₋₆ alkyl, SH, (CH₂)_xSC₁₋₅ alkyl, (CH₂)_xNR^{12f}R^{12f}, and (CH₂)_xphenyl,~~

~~R^{12f}, at each occurrence, is selected from H, C₁₋₆ alkyl, and C₃₋₆ cycloalkyl,~~

~~R¹³, at each occurrence, is independently selected from methyl, C₂₋₄ alkyl substituted with 0-1 R^{13b},~~

~~R^{13b} is selected from OH, SH, NR^{13e}R^{13e}, C(O)NR^{13e}R^{13e}, and NHC(O)R^{13e},~~

~~R^{13e} is selected from H, C₁₋₄ alkyl and C₃₋₆ cycloalkyl,~~

AMENDMENTS TO THE CLAIMS

~~n is selected from 1 and 2;~~

~~m is selected from 0 and 1;~~

p, at each occurrence, is independently selected from 0,
1, and 2;

~~q, at each occurrence, is independently selected from 1,
2, 3, and 4;~~

r, at each occurrence, is independently selected from 0,
1, 2, 3, and 4;

~~s, at each occurrence, is independently selected from 0
and 1; and~~

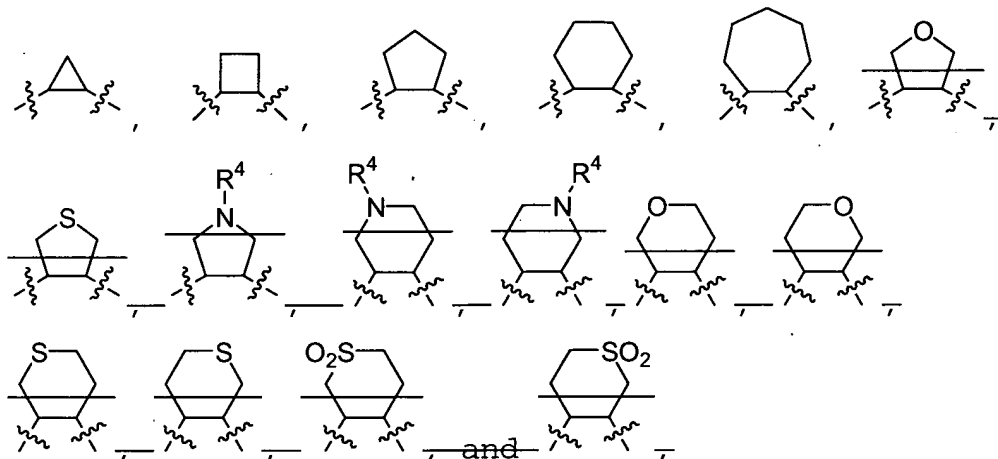
~~t, at each occurrence, is independently selected from 2,
3, and 4.~~

3. (Canceled)

4. (Currently Amended) The compound of claim 23,
wherein:

AMENDMENTS TO THE CLAIMS

ring B is selected from



ring B being optionally substituted with 0-1 R⁵, and ~~R¹¹ and R¹² are H.~~

5. (Original) The compound of claim 4, wherein:

R⁵, at each occurrence, is independently selected from H, C₁₋₆ alkyl, C₂₋₈ alkenyl, C₂₋₈ alkynyl, (CRR)_rOH, (CRR)_rSH, (CRR)_rOR^{5d}, (CRR)_rSR^{5d}, (CRR)_rNR^{5a}R^{5a}, (CRR)_rC(O)OH, (CRR)_rC(O)R^{5b}, (CRR)_rC(O)NR^{5a}R^{5a}, (CRR)_rNR^{5a}C(O)R^{5b}, (CRR)_rNR^{5a}C(O)OR^{5d}, (CRR)_rOC(O)NR^{5a}R^{5a}, (CHR)_rNR^{5a}C(O)NR^{5a}R^{5a}, CRR(CRR)_rNR^{5a}C(O)H, (CRR)_rC(O)OR^{5b}, (CRR)_rOC(O)R^{5b}, (CRR)_rS(O)_pR^{5b}, (CRR)_rS(O)₂NR^{5a}R^{5a}, (CRR)_rNR^{5a}S(O)₂R^{5b}, and C₁₋₆ haloalkyl;

R^{5a}, at each occurrence, is independently selected from H, methyl, C₁₋₆ alkyl substituted with 0-2 R^{5e} wherein the alkyl is selected from ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, C₃ alkenyl

AMENDMENTS TO THE CLAIMS

substituted with 0-1 R^{5e}, wherein the alkenyl is selected from allyl, C₃ alkynyl substituted with 0-1 R^{5e} wherein the alkynyl is selected from propynyl, and a (CH₂)_r-C₃₋₄ carbocyclic residue substituted with 0-5 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl;

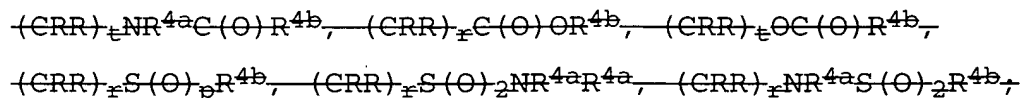
R^{5b}, at each occurrence, is selected from C₁₋₆ alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, a (CH₂)_r-C₃₋₄ carbocyclic residue substituted with 0-2 R^{5e}, wherein the carbocyclic residue is selected from cyclopropyl, and cyclobutyl; and

R^{5d}, at each occurrence, is selected from methyl, CF₃, C₂₋₆ alkyl substituted with 0-2 R^{5e}, wherein the alkyl is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, and hexyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, and a C₃₋₁₀ carbocyclic residue substituted with 0-3 R^{5e}.

6. (Currently Amended) The compound of claim 5, wherein:

~~R⁴ is selected from H, C₁₋₆ alkyl, C₃₋₈ alkenyl, C₃₋₈ alkynyl, (CRR)_eOH, (CRR)_tSH, (CRR)_tOR^{4d}, (CRR)_tSR^{4d}, (CRR)_tNR^{4a}R^{4a}, (CRR)_eC(O)OH, (CRR)_fC(O)R^{4b}, (CRR)_fC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_tOC(O)NR^{4a}R^{4a}, (CRR)_tNR^{4a}C(O)OR^{4d},~~

AMENDMENTS TO THE CLAIMS



R, at each occurrence, is independently selected from H, methyl, ethyl, propyl, allyl, propynyl, $(\text{CH}_2)_{\text{r}}\text{C}_{3-6}$ cycloalkyl, and $(\text{CH}_2)_{\text{r}}$ phenyl substituted with $\text{R}^{6\text{e}}$;

R^5 , at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, $(\text{CH}_2)_{\text{r}}\text{OH}$, $(\text{CH}_2)_{\text{r}}\text{OR}^{5\text{d}}$, $(\text{CH}_2)_{\text{r}}\text{NR}^{5\text{a}}\text{R}^{5\text{a}}$, $(\text{CH}_2)_{\text{r}}\text{C}(\text{O})\text{OH}$, $(\text{CH}_2)_{\text{r}}\text{C}(\text{O})\text{R}^{5\text{b}}$, $(\text{CH}_2)_{\text{r}}\text{C}(\text{O})\text{NR}^{5\text{a}}\text{R}^{5\text{a}}$, $(\text{CH}_2)_{\text{r}}\text{NR}^{5\text{a}}\text{C}(\text{O})\text{R}^{5\text{b}}$, $(\text{CH}_2)_{\text{r}}\text{OC}(\text{O})\text{NR}^{5\text{a}}\text{R}^{5\text{a}}$, $(\text{CH}_2)_{\text{r}}\text{NR}^{5\text{a}}\text{C}(\text{O})\text{OR}^{5\text{d}}$, $(\text{CH}_2)_{\text{r}}\text{NR}^{5\text{a}}\text{C}(\text{O})\text{R}^{5\text{b}}$, $(\text{CH}_2)_{\text{r}}\text{C}(\text{O})\text{OR}^{5\text{b}}$, $(\text{CH}_2)_{\text{r}}\text{OC}(\text{O})\text{R}^{5\text{b}}$, $(\text{CH}_2)_{\text{r}}\text{NR}^{5\text{a}}\text{S}(\text{O})_2\text{R}^{5\text{b}}$, and C_{1-6} haloalkyl;

$\text{R}^{5\text{a}}$, at each occurrence, is independently selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, pentyl, hexyl, cyclopropyl, and cyclobutyl; and

r, at each occurrence, is selected from 0, 1, and 2.

7. (Currently Amended) The compound of claim 6, wherein:

R^1 is selected from phenyl substituted with 0-2 R^6 , naphthyl substituted with 0-2 R^6 , and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^6 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl,

AMENDMENTS TO THE CLAIMS

benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

R^2 is selected from phenyl substituted with 0-2 R^7 , and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N, O, and S, substituted with 0-3 R^7 wherein the heteroaryl is selected from indolyl, benzimidazolyl, benzofuranyl, benzothiofuranyl, benzoxazolyl, benzthiazolyl, benztriazolyl, benztetrazolyl, benzisoxazolyl, benzisothiazolyl, benzimidazalonyl, cinnolinyl, furanyl, imidazolyl, indazolyl, indolyl, isoquinolinyl isothiazolyl, isoxazolyl, oxazolyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridyl, pyridinyl, pyrimidinyl, pyrrolyl, quinazolinyl, quinolinyl, thiazolyl, thienyl, and tetrazolyl;

~~R^4 is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, allyl, propynyl, $(CRR)_q OH$, $(CRR)_t SH$, $(CRR)_t OR^{4d}$, $(CRR)_t SR^{4d}$, $(CRR)_t NR^{4a} R^{4a}$, $(CRR)_q C(O) OH$, $(CRR)_x C(O) R^{4b}$, $(CRR)_x C(O) NR^{4a} R^{4a}$, $(CRR)_t NR^{4a} C(O) R^{4b}$, $(CRR)_t OC(O) NR^{4a} R^{4a}$, $(CRR)_t NR^{4a} C(O) OR^{4d}$,~~

AMENDMENTS TO THE CLAIMS

~~(CRR)_tNR^{4a}C(O)R^{4b}, (CRR)_fC(O)OR^{4b}, (CRR)_tOC(O)R^{4b},
(CRR)_fS(O)_pR^{4b}, (CRR)_fS(O)₂NR^{4a}R^{4a}, (CRR)_fNR^{4a}S(O)₂R^{4b},~~

~~R^{4a}, at each occurrence, is independently selected from
H, methyl substituted with 0-1 R^{4e}, C₂₋₆ alkyl
substituted with 0-3 R^{4e} wherein C₂₋₆ is selected
from ethyl, propyl, i-propyl, butyl, i-butyl,
t-butyl, pentyl and hexyl, and a (CH₂)_f-C₃₋₆
carbocyclic residue substituted with 0-4 R^{4e} wherein
the carbocyclic residue is selected from
cyclopropyl, cyclohexyl, and phenyl;~~

~~R^{4b} is selected from H, methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;~~

~~R^{4d} is selected from methyl, ethyl, propyl, i-propyl,
butyl, i-butyl, t-butyl, pentyl, and cyclopropyl;~~

R⁸ is selected from H, methyl, ethyl, propyl, i-propyl,
and cyclopropyl; and

R⁹ is selected from H, methyl, ethyl, propyl, i-propyl,
and cyclopropyl, and CH₂-R¹.

8. (Original) The compound of claim 7, wherein:

R⁶, at each occurrence, is selected from C₁₋₈ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CRR)_rC₃₋₆ cycloalkyl, Cl, Br,
I, F, NO₂, CN, (CRR)_rNR^{6a}R^{6a}, (CRR)_rOH,
(CRR)_rO(CRR)_rR^{6d}, (CRR)_rSH, (CRR)_rC(O)H,

AMENDMENTS TO THE CLAIMS

(CRR)_rS(CRR)_rR^{6d}, (CRR)_rC(O)OH, (CRR)_rC(O)(CRR)_rR^{6b},
(CRR)_rC(O)NR^{6a}R^{6a}, (CRR)_rNR^{6f}C(O)(CRR)_rR^{6b},
(CRR)_rC(O)O(CRR)_rR^{6d}, (CRR)_rNR^{6a}C(O)NR^{6a}R^{6a},
(CRR)_rNR^{6a}C(S)NR^{6a}R^{6a}, (CRR)_rOC(O)(CRR)_rR^{6b},
(CRR)_rS(O)_p(CRR)_rR^{6b}, (CRR)_rS(O)₂NR^{6a}R^{6a},
(CRR)_rNR^{6f}S(O)₂(CRR)_rR^{6b}, (CRR)_rNR^{6f}S(O)₂NR^{6a}R^{6a}, C₁₋₆
haloalkyl, and (CRR)_rphenyl substituted with 0-3
R^{6e};

R^{6a}, at each occurrence, is independently selected from
H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl,
t-butyl, pentyl, hexyl, cyclopropyl and phenyl;

R^{6b}, at each occurrence, is selected from methyl, ethyl,
propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl,
hexyl, cyclopropyl, and phenyl;

R^{6d}, at each occurrence, is selected from methyl, CF₃,
ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,
pentyl, hexyl, cyclopropyl, and phenyl;

R^{6e}, at each occurrence, is selected from C₁₋₆ alkyl, C₂₋₈
alkenyl, C₂₋₈ alkynyl, (CH₂)_rC₃₋₆ cycloalkyl, Cl, F,
Br, I, CN, NO₂, (CF₂)_rCF₃, (CH₂)_rOC₁₋₅ alkyl, OH, SH,
(CH₂)_rSC₁₋₅ alkyl, (CH₂)_rNR^{6f}R^{6f}, and (CH₂)_rphenyl;

R^{6f}, at each occurrence, is selected from H, methyl,
ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl,
pentyl, hexyl, cyclopropyl, and phenyl;

AMENDMENTS TO THE CLAIMS

R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, t-butyl, pentyl, hexyl, $(CRR)_rC_{3-6}$ cycloalkyl, Cl, Br, I, F, NO_2 , CN, $(CRR)_rNR^{7a}R^{7a}$, $(CRR)_rOH$, $(CRR)_rO(CH)_rR^{7d}$, $(CRR)_rSH$, $(CRR)_rC(O)H$, $(CRR)_rS(CRR)_rR^{7d}$, $(CRR)_rC(O)OH$, $(CRR)_rC(O)(CRR)_rR^{7b}$, $(CRR)_rC(O)NR^{7a}R^{7a}$, $(CRR)_rNR^{7f}C(O)(CRR)_rR^{7b}$, $(CRR)_rC(O)O(CRR)_rR^{7d}$, $(CRR)_rOC(O)(CRR)_rR^{7b}$, $(CRR)_rNR^{7a}C(O)NR^{7a}R^{7a}$, $(CRR)_rNR^{7a}C(O)O(CRR)_rR^{7d}$, $(CRR)_rS(O)_p(CRR)_rR^{7b}$, $(CRR)_rS(O)_2NR^{7a}R^{7a}$, $(CRR)_rNR^{7f}S(O)_2(CRR)_rR^{7b}$, C_{1-6} haloalkyl, and $(CRR)_r$ phenyl substituted with 0-3 R^{7e} ;

R^{7a} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, prop-2-enyl, 2-methyl-2-propenyl, cyclopropyl, cyclobutyl, cyclopentyl, cyclohexyl, CH_2 cyclopropyl, and benzyl;

R^{7b} , at each occurrence, is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, cyclopentyl, CH_2 -cyclopentyl, cyclohexyl, CH_2 -cyclohexyl, CF_3 , pyrrolidinyl, morpholinyl, and azetidiny;

R^{7d} , at each occurrence, is selected from methyl, CF_3 , ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, and cyclopropyl;

AMENDMENTS TO THE CLAIMS

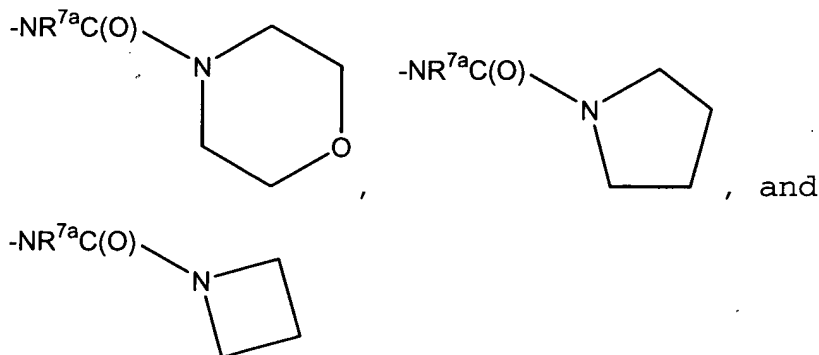
R^{7e} , at each occurrence, is selected from C_{1-6} alkyl, C_{2-8} alkenyl, C_{2-8} alkynyl, $(CH_2)_r C_{3-6}$ cycloalkyl, Cl, F, Br, I, CN, NO_2 , $(CF_2)_r CF_3$, $(CH_2)_r OC_{1-5}$ alkyl, OH, SH, $(CH_2)_r SC_{1-5}$ alkyl, $(CH_2)_r NR^{7f} R^{7f}$, and $(CH_2)_r$ phenyl;

R^{7f} , at each occurrence, is selected from H, methyl, ethyl, propyl, i-propyl, butyl, i-butyl, t-butyl, pentyl, hexyl, cyclopropyl, and phenyl; and

r is 0 or 1.

9. (Original) The compound of claim 8, wherein

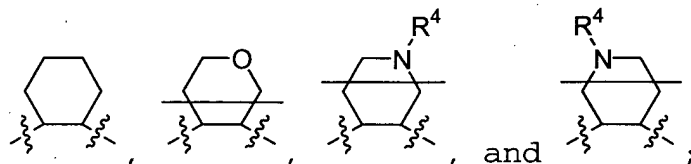
R^7 is selected from methyl, ethyl, propyl, i-propyl, butyl, i-butyl, s-butyl, pentyl, hexyl, Cl, Br, I, F, NO_2 , $NR^{7a} R^{7a}$, $NHC(O)NHR^{7a}$, $NR^{7a} C(O)R^{7b}$, $NR^{7a} C(O)OR^{7d}$, CF_3 , OCF_3 , $C(O)R^{7b}$, $NR^{7f} C(O)NR^{7a} R^{7a}$, $NHS(O)_2 R^{7b}$,



10. (Currently Amended) The compound of claim 9, wherein

AMENDMENTS TO THE CLAIMS

ring B is selected from , , , and



Z is -C(O)-;

~~R^{1a} and R^{1b} are selected from H and methyl, or alternatively, R^{1a} and R^{1b} are taken together to form =O;~~

R¹ is selected from a C₆₋₁₀ aryl group substituted with 0-3 R⁶ wherein the aryl group is selected from phenyl and naphthyl, and a 5-10 membered heteroaryl system containing 1-4 heteroatoms selected from N and O, substituted with 0-3 R⁶ wherein the heteroaryl system is selected from furyl, indolyl, and benzotriazolyl;

R² is phenyl substituted with 0-1 R⁷;

~~R⁴ is selected from H, methyl, ethyl, propyl, i-propyl, butyl, I-butyl, t-butyl, pentyl, hexyl, and (CH₂)_r C(O)R^{4b};~~

R⁶ is selected from methyl, ethyl, propyl, i-propyl, butyl, F, Cl, Br, I, NO₂, CN, O(CH₂)_rR^{6d}, C(O)H,

AMENDMENTS TO THE CLAIMS

SR^{6d} , $NR^{6a}R^{6a}$, $OC(O)R^{6b}$, $S(O)_pR^{6b}$, $(CHR')_rS(O)_2NR^{6a}R^{6a}$,
 CF_3 ;

R^{6a} is H methyl, or ethyl;

R^{6b} is H or methyl;

R^{6d} is methyl, phenyl, CF_3 , and (CH_2) -phenyl;

R^9 is selected from H, methyl, and $(CH_2)-R^1$, ~~and~~

r is 0 or 1.

11. (Currently Amended) The compound of claim 1, wherein the compound is selected from:

~~N-[2-[[[(1S,2S)-2-[[[(4-Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2,4,6-Trimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(4-Benzyloxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(1S,2S)-2-[[[(2,4-Difluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2-Chloro-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2-Trifluoromethyl-4-fluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2,4-Dichlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2-Fluoro-6-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(2-Chloro-5-trifluoromethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[[[(1-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(1S,2S)-2-[bis(3-furylmethyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[(2,4-Dimethylbenzyl)(methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(1S,2S)-2-[(4-Chlorobenzyl)(methyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(2,4-Dimethylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Chlorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Nitrophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Isopropylphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[(4-Trifluorophenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[[[(4-Trifluoromethoxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(4-Phenoxyphenyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(1-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(2-Naphthyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(3-Indolyl)methyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[[[(1-(4-Chlorophenyl)ethyl]amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[[(cis)-2-[Bis(3-furylmethyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

N-[2-[[(1S,2R)-2- [(4-
Chlorobenzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-
3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2R)-2- [(4-
(Methylthio)benzoyl)amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2R)-2- [(4-
(Methylsulfonyl)benzoyl)amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(1S,2R)-2- [(4-
Iodobenzoyl)amino]cyclopentyl]amino]-2-oxoethyl]-3-
(trifluoromethyl)benzamide;

N-[2-[[(1S,2R)-2- [(4-
(Aminosulfonyl)benzoyl)amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[(1S,2R)-2- [(4-
Chlorophenyl)methyl]amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[(1S,2R)-2- [(2,4-
Dimethylphenyl)methyl]amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[(1S,2R)-2- [(4-
Methylphenyl)methyl]amino]cyclopentyl]amino]-2-
oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

N-[2-[[(cis)-2-[(4-Chlorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Methylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Fluorobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[Benzoylamino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Bromobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Phenoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Trifluoromethylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(5-Benzotriazolecarbonyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Iodobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(cis)-2-[(4-Cyanobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Trifluoromethoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Formylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Carbomethoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Nitrobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Aminobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Methoxybenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Methylthiobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Methylsulfonylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

AMENDMENTS TO THE CLAIMS

N-[2-[[(cis)-2-[(4-Aminosulfonylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Isopropylbenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Phenylthiobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-(N,N-diethylsulfamoyl)benzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

N-[2-[[(cis)-2-[(4-Trifluoromethylthiobenzoyl)amino]cyclohexyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;

~~N-[2-[[(cis)-2-[(4-Chlorophenyl)methyl]amino]cyclopropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

~~N-[2-[[(cis)-2-[(3,4-Dimethylphenyl)methyl]amino]cyclopropyl]amino]-2-oxoethyl]-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-[2-[[[(cis)-2-[[[4-~~
~~Methylphenyl)methyl]amino]cyclopropyl]amino]-2-~~
~~oxoethyl]-3-(trifluoromethyl)benzamide;~~

2-Amino-N-[2-[[[(cis)-2-[[4-
(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]-5-iodobenzamide;

2-Amino-N-[2-[[[(cis)-2-[[4-
(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]-5-chlorobenzamide;

N-[2-[[[(cis)-2-[[4-
(Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]-3-chlorobenzamide;

N-[2-[[[(cis)-2-[[4-
(Aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]-3-trifluoromethoxybenzamide;

Tert-butyl 2-[[[(2-[[[(cis)-2-[[4-
(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]amino)carbonyl]-4-
(trifluoromethyl)phenylcarbamate;

2-Amino-N-[2-[[[(cis)-2-[[4-
(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-
oxoethyl]-5-trifluoromethylbenzamide
trifluoroacetate;

AMENDMENTS TO THE CLAIMS

4-(Aminosulfonyl)-N-((cis)-2-[[[2-(trifluoromethyl)anilino]carbonyl]amino]acetyl]amino]cyclohexyl)benzamide;

4-(Aminosulfonyl)-N-((cis)-2-[[[3-chlorophenyl)sulfonyl]amino]acetyl]amino]cyclohexyl)benzamide;

Ethyl 2-[[[2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino]carbonyl]-4-(iodo)phenylcarbamate;

Methyl 2-[[[2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino]carbonyl]-4-(iodo)phenylcarbamate;

Tert-butyl N-Methyl-2-[[[2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino]carbonyl]-4-(trifluoromethyl)phenylcarbamate;

Ethyl 2-[[[2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]amino]carbonyl]-4-(trifluoromethyl)phenylcarbamate;

2-(Benzylamino)-N-[2-[[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-(Ethylamino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-(Methylamino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-Amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-bromo benzamide;

Tert-butyl 2-[[{2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl}amino]carbonyl]-4-(trifluoromethoxy)phenylcarbamate;

2-Amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethoxy benzamide;

2-(Allylamino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-methyl-2-propenyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-(cyclopropylmethylene)amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-(butyl)amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-(propyl)amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-(propyl)amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-methyl-2-propyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((aminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-(acetyl)amino-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-(Methylamino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;

2-(Ethylamino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;

2-(Trifluoroacetyl amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-iodomethyl benzamide;

2-(amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-nitro benzamide;

Iso-propyl 2-[[{2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl}amino)carbonyl]-4-(iodo)phenylcarbamate;

Tert butyl 2-[[{2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl}amino)carbonyl]-4-(iodo)phenylcarbamate;

2-(amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-3,5-dinitro benzamide;

AMENDMENTS TO THE CLAIMS

2-((Isopropylaminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((cyclohexylcarbonyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Cyclopentylmethylenecarbonyl)amino)-N-[2-[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((cyclohexylcarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((cyclohexylcarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Isopropylaminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Isopropylaminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-((Methylsulfonyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Aminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(aminosulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Allyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Allyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-Methyl-2-propenyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-methyl-2-propenyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Propyl)amino)-N-[2-[[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-((Propyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-Methylpropyl)amino)-N-[2-[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((2-Methylpropyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Butyl)amino)-N-[2-[[(cis)-2-[[4-(methylsulfonyl)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Butyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Ethylaminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Allylaminocarbonyl)amino)-N-[2-[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-((Iso-butylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Cyclopentylaminocarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Tert-butoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Iso-propoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Ethoxycarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Pyrrolidinylcarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

2-((Morpholinylcarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

AMENDMENTS TO THE CLAIMS

2-((Azetidinyldicarbonyl)amino)-N-[2-[[[(cis)-2-[[4-(methylthio)benzoyl]amino]cyclohexyl]amino]-2-oxoethyl]-5-trifluoromethyl benzamide;

~~2-[[[1-Pyrrolidinylcarbonyl]amino]-N-(2-[[[(cis)-4-[[4-(methylthio)benzyl]amino]tetrahydro-2H-pyran-3-yl]amino]-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

~~2-[[[1-Azetidinylcarbonyl]amino]-N-(2-[[[(cis)-4-[[4-(methylthio)benzyl]amino]tetrahydro-2H-pyran-3-yl]amino]-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

~~2-[[[1-Azetidinylcarbonyl]amino]-N-(2-[[[(cis)-4-[[4-(methoxy)benzyl]amino]tetrahydro-2H-pyran-3-yl]amino]-2-oxoethyl]-5-(trifluoromethyl)benzamide;~~

1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane;

[2-([5-benzyloxycarbonylamino-2-(4-methylthiobenzoylamino)cyclohexylcarbonyl]-methyl)carbonyl)-4-trifluoromethylphenyl] carbamic acid tert-butyl ester;

~~{4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)-acetylamino]-4-aminocyclohexane;~~

AMENDMENTS TO THE CLAIMS

{1-(4-Methylthiobenzoylamino)-2-[2-(3-
trifluoromethylbenzoylamino)-acetylamino]-4-
aminocyclohexane;

{4-(4-methylthiobenzoylamino)-3-[2-(3-
trifluoromethylbenzoylamino)acetylamino]-
cyclohexyl}carbamic acid benzyl ester;

~~1-(4-Methanesulfonylbzoylamino)-2-[2-(3-~~
~~trifluoromethylbenzoylamino)-acetylamino]cyclohexyl-~~
~~4-aminocyclohexane;~~

1-(4-Methanesulfonylbzoylamino)-2-[2-(3-
trifluoromethylbenzoylamino)-acetylamino] -4-
aminocyclohexane;

1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-
trifluoromethylbenzoylamino)acetylamino]-4-(2-
propylamino)cyclohexane;

1-(4-Methylthiobenzoylamino)-2-[2-(2-amino-5-
trifluoromethylbenzoylamino)acetylamino]-4-(3-
methylureido)cyclohexane;

1-(4-Methylthiobenzoylamino)-2-[2-(3-
trifluoromethylbenzoylamino)acetylamino]6-
aminocyclohexane;

AMENDMENTS TO THE CLAIMS

1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]6-(2-propylamino)cyclohexane;

1-(4-Methylthio-benzoylamino)-2-[2-(2-Amino-5-trifluoromethyl-benzoylamino)-acetylamino]-4-aminocyclohexane;

4-(4-Methylthiobenzoylamino)-3-[2-(3-trifluoromethylbenzoylamino)acetylamino]-4-(2-propylamino)-cyclohexane;

1-(4-Methylthiobenzoylamino)-2-[2-(3-trifluoromethylbenzoylamino)acetylamino]-5-aminocyclohexane;

~~2-Amino-N-((2-[(4-methylthiophenylamino)methyl]cyclohexylcarbonyl)-methyl)-5-(trifluoromethyl)benzamide;~~

~~2-Isopropylamino-N-(((cis)-2-(4-methylthiobenzylamino)-cyclohexylcarbonyl)-methyl)-5-trifluoromethylbenzamide;~~

~~2-(3-Isopropylureido)-N-((2-(4-methylthiobenzylamino)cyclohexylcarbonyl)-methyl)-5-trifluoromethylbenzamide;~~

AMENDMENTS TO THE CLAIMS

~~2-(3-Morpholinylureido)-N-([2-(4-methylthiobenzylamino)cyclohexylcarbonyl]-methyl)-5-trifluoromethylbenzamide;~~

~~2-Amino-N-([2-(cis)-[3-(4-methylthiophenyl)ureido]cyclohexylcarbonyl]-methyl)-5-trifluoromethylbenzamide;~~

~~{2-[(2-(Cis)-[3-(4-methanesulfonylphenyl)ureido]cyclohexylcarbonyl)-methyl]-carbonyl]-4-trifluoromethylphenyl}-carbamic acid tert-butyl ester;~~

~~2-amino-N-{2-[(3S,4R)-4-[[4-(methylthio)benzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(3R,4S)-4-[[4-(methylthio)benzyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-amino-N-{2-[(cis)-4-[[4-(methylthio)benzoyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(cis)-4-[[4-chlorobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~N-{2-[(*cis*)-4-[[4-(methylthio)benzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide,~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-chlorobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide,~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide,~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-ethylthiobenzyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide,~~

~~N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide,~~

~~N-{2-[(*cis*)-4-[bis[4-methylthiobenzyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide,~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide,~~

AMENDMENTS TO THE CLAIMS

~~N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-acetyl-3-piperidinyl)amino]-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-butyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Cyclohexylamino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-Iso-propylamino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-(Pyrrolidinylcarbonyl)amino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~2-(Methylaminocarbonyl)amino-N-{2-[(*cis*)-4-[[4-methylthiobenzyl]amino]-1-propyl-3-piperidinyl)amino]-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

AMENDMENTS TO THE CLAIMS

~~3-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-propyl-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(*cis*)-4-[[4-aminosulfonylbenzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~N-{2-[(*cis*)-4-[[4-methylsulfonylbenzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-(methylthio)benzoyl]amino]-3-piperidinyl]amino}-2-oxoethyl}-5-(trifluoromethyl)benzamide;~~

~~N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-methyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-acetyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Amino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-butyl-3-piperidinyl]amino}-2-oxoethyl}-3-(trifluoromethyl)benzamide;~~

~~2-Cyclohexylamino-N-{2-[(*cis*)-4-[[4-methylthiobenzoyl]amino]-1-propyl-3-~~

AMENDMENTS TO THE CLAIMS

~~piperidinyl)amino} 2-oxoethyl} 5-~~
~~(trifluoromethyl)benzamide;~~

~~2-Iso-propylamino-N{2-[(cis)-4-[[4-~~
~~methylthiobenzoyl]amino} 1-propyl 3-~~
~~piperidinyl)amino} 2-oxoethyl} 5-~~
~~(trifluoromethyl)benzamide;~~

~~3-Amino-N{2-[(cis)-4-[[4-methylthiobenzoyl]amino} 1-~~
~~propyl 3-piperidinyl)amino} 2-oxoethyl} 5-~~
~~(trifluoromethyl)benzamide;~~

~~N{2-[(cis)-3-[[4-(aminosulfonyl)benzoyl]amino} 4-~~
~~piperidinyl)amino} 2-oxoethyl} 3-~~
~~(trifluoromethyl)benzamide;~~

~~N-[[4-Dimethylamino-2-(4-methylsulfanyl-benzylamino)-~~
~~cyclohexylcarbonyl] methyl} 3-trifluoromethyl-~~
~~benzamide trifluoroacetate;~~

~~N-[[2-(4-Chloro-benzylamino)-4-dimethylamino-~~
~~cyclohexylcarbonyl] methyl} 3-trifluoromethyl-~~
~~benzamide trifluoroacetate;~~

~~N-[[4-Dimethylamino-2-(4-methoxy-benzylamino)-~~
~~cyclohexylcarbonyl] methyl} 3-trifluoromethyl-~~
~~benzamide trifluoroacetate; and~~

AMENDMENTS TO THE CLAIMS

~~N-[[4-Dimethylamino-2-(4-methyl-benzylamino)-
cyclohexylcarbonyl]-methyl]-3-trifluoromethyl-
benzamide trifluoroacetate.~~

12. (Original) A pharmaceutical composition, comprising a pharmaceutically acceptable carrier and a therapeutically effective amount of a compound of claim 1.

13. (Original) A method for modulation of chemokine or chemokine receptor activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

14. (Original) A method for modulation of MCP-1, MCP-2, MCP-3 and MCP-4, and MCP-5 activity that is mediated by the CCR2 receptor comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

15. (Original) A method for modulation of MCP-1 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

16. (Original) A method for treating or preventing disorders, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1, said disorders being selected from osteoarthritis, aneurism, fever, cardiovascular effects,

AMENDMENTS TO THE CLAIMS

Crohn's disease, congestive heart failure, autoimmune diseases, HIV-infection, HIV-associated dementia, psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

17. (Original) The method for treating or preventing disorders, of claim 16, wherein said disorders being selected from psoriasis, idiopathic pulmonary fibrosis, transplant arteriosclerosis, physically- or chemically-induced brain trauma, inflammatory bowel disease, alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

18. (Original) The method for treating or preventing disorders, of claim 17, wherein said disorders being selected from alveolitis, colitis, systemic lupus erythematosus, nephrotoxic serum nephritis, glomerularnephritis, asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

19. (Original) The method for treating or preventing disorders, of claim 18, wherein said disorders being selected from asthma, multiple sclerosis, artherosclerosis, and rheumatoid arthritis.

AMENDMENTS TO THE CLAIMS

20. (Original) A method for treating or preventing rheumatoid arthritis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

21. (Original) A method for treating or preventing multiple sclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

22. (Original) A method for treating or preventing atherosclerosis, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

23. (Original) A method for treating or preventing asthma, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

24. (Original) A method for treating or preventing inflammatory diseases, comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.

25. (Original) A method for modulation of CCR2 activity comprising administering to a patient in need thereof a therapeutically effective amount of a compound of claim 1.